

Billy G. Leonard, Jr.
Texas Bar No. 12208100
Attorney at Law
1650 W. Virginia Street, Suite 211
McKinney, Texas 75069-7703
Telephone (469) 742-0855
Fax (469) 442-0135
Attorney for Aviation Parts Supply, Inc.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

IN RE:

SUPERIOR AIR PARTS, INC.

DEBTOR

§
§
§
§
§
§

CASE NO. 08-36705-BJH-11

**AVIATION PARTS SUPPLY, INC.'S RESPONSE TO DEBTOR'S MOTION TO SELL
SUBSTANTIALLY ALL OF DEBTOR'S ASSETS FREE AND CLEAR OF LIENS**

Aviation Parts Supply, Inc. ("APS"), a creditor and/or party in interest, by and through undersigned counsel, files this its Response to Debtor's Motion to Sell Substantially all of Debtor's Assets Free and Clear of Liens ("Motion to Sell") and would show the Court as follows:

1. On or about December 31, 2008, Superior Air Parts, Inc. ("Superior" or "Debtor") commenced this bankruptcy proceeding.
2. On January 2, 2009, Debtor filed its Motion to Sell seeking approval to sell all or substantially all of its assets pursuant to the terms of a certain Asset Purchase

**AVIATION PARTS SUPPLY, INC.'S RESPONSE TO DEBTOR'S MOTION TO SELL SUBSTANTIALLY ALL OF
DEBTOR'S ASSETS FREE AND CLEAR OF LIENS**

Agreement entered into on December 30, 2008, between the Debtor and Avco Corporation ("Avco"), a wholly owned subsidiary of Textron, Inc.

3. Prior to the commencement of the bankruptcy proceeding, APS was formed for the purpose of acquiring Superior and/or its assets. APS engaged in discussions with Superior and its owner regarding the purchase of Superior and/or its assets. Although no definitive agreement was entered into, APS was conducting negotiations up until it was notified that Superior had executed an agreement with Avco on December 30, 2008. To APS' best knowledge and belief, it is the only other remaining interested bidder for Superior's assets.

4. APS continues to be interested in purchasing Superior's assets and will be participating in the Court approved bid process.

5. Debtor's Motion to Sell filed on January 2, 2009, contained twenty day notice language which would result in a deadline of on or about January 22, 2009, for filing responses and/or objections; however, the Bid Procedures Order dated on or about January 9, 2009, establishes February 17, 2009, as the deadline for filing responses and/or objections to the Motion to Sell.

6. This Response is being filed within the original twenty day notice period out of an abundance of caution and for the purpose of preserving APS' right to file additional and/or supplemental responses. Since APS is a participant in the bidding process it isn't opposed to the Debtor's sale of the assets *if* APS is the successful bidder pursuant to the Court approved bidding process. Further, since the bid process is in its early stages and APS is in the process of conducting its due diligence, APS asserts that it is premature to file any specific response and/or objection. Accordingly,

AVIATION PARTS SUPPLY, INC.'S RESPONSE TO DEBTOR'S MOTION TO SELL SUBSTANTIALLY ALL OF DEBTOR'S ASSETS FREE AND CLEAR OF LIENS

APS reserves the right to file additional responses and/or objections to the Motion to Sell.

WHEREFORE, PREMISES CONSIDERED, APS files this its Response to Debtor's Motion to Sell Substantially all of Debtor's Assets Free and Clear of Liens.

DATE: January 22, 2009

Respectfully submitted,

By: /s/ Billy G. Leonard, Jr.
BILLY G. LEONARD, JR.
Texas State Bar No. 12208100
1650 W. Virginia Street, Suite 211
(469) 742-0855
(469) 442-0135 (Facsimile)
Attorney for Aviation Parts Supply, Inc.

CERTIFICATE OF SERVICE

The undersigned counsel certifies that on the 22nd day of January, 2009, a true and correct copy of the foregoing was forwarded to those persons set forth on the attached service list via First Class U.S. Mail.

/s/ Billy G. Leonard, Jr.
BILLY G. LEONARD, JR.

AVIATION PARTS SUPPLY, INC.'S RESPONSE TO DEBTOR'S MOTION TO SELL SUBSTANTIALLY ALL OF DEBTOR'S ASSETS FREE AND CLEAR OF LIENS

Theilert Aircraft Engines
Nieritzstr 14 D-01097
Dresden Germany

Mahle Engine Components
60428 Marine Road
Atlantic IA 50022-8291

KS-Pistoos
Rodovia Arnald, Julio Mauberg
4000 Disrito Industrial No
Nova Odessa SP Brasil CAIZA Postal
91 CEP 13460-000

Airsure Limited
15301 Spectrum Drive, #500
Addison, TX 75001

ECK Industries, Inc.
1602 North 8th Street
Manitowoc, WI 54221-0967

Mahle Engine Components
14161 Manchester Road
Manchester, MO 63011

Crane Cams
530 Fentress Blvd
Daytona Beach, FL 32114

Corley Gasket Co.
6555 Hunnicut Road
Dallas TX 75227

Saturn Fasteners Inc.
425 S. Varney St.
Burbank, CA 91502

Champion Aerospace, Inc.
1230 Old Norris Road
Liberty, SC 29654-0686

Ohio Gasket & Shim
976 Evans Ave.
Akron, OH 44305

Gerhardt Gear
133 East Santa Anita
Burbank CA 91502-1926

Automatic Screw Machine
709 2nd Avenue SE
Decatur, AL 35601

Helio Precision Products
601 North Skokie Highway
Lake Bluff, IL 60044

Knappe & Koester Inc.
18 Bradco Street
Keen, NH 3431

Chester Salomon
Stevens & Lee
485 Madison Ave., 20th Floor
New York, NY 10022

AOPA Pilot
PO Box 973
Frederick, MD 21701

Mahle Engine Components
17226 Industrial HWY
Caldwell, OH 43724-9779

Genesee Stamping & Fabricating
1470 Avenue T
Grand Prairie, TX 75050-1222

City of Coppell/Coppell ISD
Mary McGuffey, Tax Assessor
PO Box 9478
Coppell, TX 75019

Internal Revenue Service
Special Procedures - Insolvency
P.O. Box 21126
Philadelphia, PA 19114

David Childs, Ph.D.
Dallas County Tax Assessor/Collector
500 Elm Street, Records Building
Dallas, TX 75202

Thielert AG
Albert-Einstein-Ring 11
D-22761, Hamburg Germany

Betsy Price, Tax Assessor Collector
100 E. Weatherford
PO Box 961018
Fort Worth, TX 76196

Hartford Aircraft Products
94 Old Poquonock Road
Bloomfield, CT 06002

Ace Grinding & Machine Company
2020 Winner Street
Walled Lake, MI 48390

Lynden International
1800 International Blvd. #800
Seattle, WA 98188

Combustion Technologies, Inc.
1804 Slatesville Road
Chatham, VA 24531

Ruhrtaler Gesenkschmiede
F.W. Wengler GMBH & Co. KG,
Feld
Witten, Germany 58456

Mary Frances Durham
Office of the US Trustee
1100 Commerce Street, Rm 976
Dallas, TX 75242-1496

Seal Science
17131 Daimler
Irvine, CA 92614-5508

Stephen A. Roberts
Strasburger & Price, L.L.P.
600 Congress Ave., Suite 1600
Austin, TX 78701

Kent Abercrombie
Superior Air Parts, Inc.
621 S. Royal Ln., Suite 100
Coppell, TX 75019-3805

Chester Salomon
Stevens & Lee
485 Madison Ave., 20th Flr.
New York, NY 10022

Deirdre B. Ruckman
Gardere Wynne Sewell LLP
1601 Elm Street, Suite 3000
Dallas, TX 75201-4761

Neil J. Orleans
Goins Underkofler, et. al.
1201 Elm Street, Ste. 4800
Dallas, TX 75270

Gordon J. Toering
Warner Norcross & Judd LLP
900 Fifth Third Center
111 Lyon Street, NW
Grand Rapids, MI 49503

Michael L. Jones
Henry & Jones LLP
2902 Carlisle Street, Ste. 150
Dallas, TX 75204

Anita F. McMahon
1646 Belmont Avenue
Baton Rouge, LA 70808

Laurie A. Spindler
Linebarger Goggan Blair, et. al.
2323 Bryan Street, Suite 1600
Dallas, TX 75201

Howard A. Borg
Assistant United States Attorney
Burnett Plaza, Ste. 1700
801 Cherry Street, Unit 4
Fort Worth, TX 76102-6882